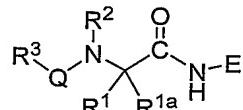


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What is Claimed:

1. A compound of Formula (I):



(I)

wherein:

5 Q is -CO-, -SO₂-, -OCO-, -NR⁴CO-, -NR⁴SO₂-, or -CHR- where R is haloalkyl and R⁴ is hydrogen, alkyl, hydroxyalkyl, alkoxyalkyl, or aralkyl;

E is:

(i) -C(R⁵)(R⁶)X¹ where X¹ is -C(R⁷)(R⁸)R¹⁰, -CH=CHS(O)₂R¹⁰, -C(R⁷)(R⁸)C(R⁷)(R⁸)OR¹⁰, -C(R⁷)(R⁸)CH₂OR¹⁰, -C(R⁷)(R⁸)CH₂N(R¹¹)SO₂R¹⁰,

10 -C(R⁷)(R⁸)C(O)N(R¹¹)(CH₂)₂OR¹¹, -C(R⁷)(R⁸)C(O)NR¹⁰R¹¹ or
-C(R⁷)(R⁸)C(O)N(R¹¹)(CH₂)₂NR¹⁰R¹¹;

(ii) -C(R^{5a})(R^{6a})CN;

where:

R⁵ and R^{5a} are independently hydrogen or alkyl;

15 R⁶ and R^{6a} are independently selected from the group consisting of hydrogen, alkyl, haloalkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycloalkyl, heterocycloalkylalkyl, -alkylene-X²-R¹² (where X² is -O-, -NR¹³-, -S(O)_{n1}-, -CONR¹³-, -NR¹³CO-, -NR¹³C(O)O-, -NR¹³CONR¹³-, -OCONR¹³-, -NR¹³SO₂-, -SO₂NR¹³-, -NR¹³SO₂NR¹³-, -CO-, or -OC(O)- where n1 is 0-2 and each R¹³ is hydrogen or alkyl) and R¹²
20 hydrogen, alkyl, haloalkyl, cycloalkyl, cycloalkylalkyl, heterocycloalkyl, heterocycloalkylalkyl, aryl, aralkyl, heteroaryl, or heteroaralkyl wherein the aromatic or alicyclic ring in R⁶ and R^{6a} is optionally substituted with one, two, or three R^a independently selected from alkyl, haloalkyl, alkoxy, hydroxy, haloalkoxy, halo, carboxy, alkoxy carbonyl, amino, monosubstituted amino, disubstituted amino, nitro, aryloxy, benzyloxy, acyl,
25 alkylsulfonyl, or arylsulfonyl where the aromatic or alicyclic ring in R^a is optionally substituted with one or two substituents independently selected from alkyl, halo, alkoxy, haloalkyl, haloalkoxy, hydroxy, amino, alkylamino, dialkylamino, carboxy, or alkoxy carbonyl; or

30 R⁵ and R⁶ and R^{5a} and R^{6a} taken together with the carbon atom to which both R⁵ and R⁶ and R^{5a} and R^{6a} are attached form (i) cycloalkylene optionally substituted with one or two R^b independently selected from alkyl, halo, alkylamino, dialkylamino, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heteroaralkyl, alkoxy carbonyl, or aryloxycarbonyl or (ii)

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heterocycloalkylene optionally substituted with one to four alkyl or one or two R^c independently selected from alkyl, haloalkyl, hydroxy, hydroxyalkyl, alkoxyalkyl, alkoxyalkyloxyalkyl, aryloxyalkyl, heteroaryloxyalkyl, aminoalkyl, acyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycloalkyl, heterocycloalkylalkyl, cycloalkyl, cycloalkylalkyl, -S(O)_{n2}R¹⁴, -alkylene-S(O)_{n2}-R¹⁵, -COOR¹⁶, -alkylene-COOR¹⁷, -CONR¹⁸R¹⁹, or -alkylene-CONR²⁰R²¹ (where n2 is 0-2 and R¹⁴-R¹⁷, R¹⁸ and R²⁰ are independently hydrogen, alkyl, haloalkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, cycloalkyl, cycloalkylalkyl, or heterocycloalkyl and R¹⁹ and R²¹ are independently hydrogen or alkyl) wherein the aromatic or alicyclic ring in the groups attached to cycloalkylene or heterocycloalkylene is optionally substituted with one, two, or three substituents independently selected from alkyl, haloalkyl, cycloalkyl, cycloalkylalkyl, benzyl, alkoxy, hydroxy, haloalkoxy, halo, carboxy, alkoxycarbonyl, amino, monosubstituted amino, disubstituted amino, or acyl;

R⁷ is hydrogen or alkyl;

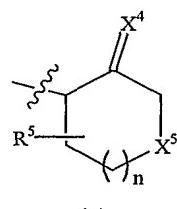
R⁸ is hydroxy; or

R⁷ and R⁸ together form oxo;

R¹⁰ is alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, cycloalkyl, cycloalkylalkyl, heterocycloalkyl, or heterocycloalkylalkyl wherein the aromatic or alicyclic ring in R¹⁰ is optionally substituted with one, two, or three R^d independently selected from alkyl, haloalkyl, alkoxy, alkoxyalkyl, cycloalkyl, hydroxy, haloalkoxy, halo, carboxy, alkoxycarbonyl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryl, aralkyl, heteroaryl, amino, monosubstituted amino, disubstituted amino, carbamoyl, or acyl and wherein the aromatic or alicyclic ring in R^d is optionally substituted with one, two, or three substituents independently selected from alkyl, haloalkyl, alkoxy, haloalkoxy, halo, hydroxy, carboxy, alkoxycarbonyl, amino, alkylamino, or dialkylamino; and

R¹¹ is hydrogen or alkyl; or

(iii) a group of formula (a):



(a)

where:

n is 0, 1, or 2;

X⁴ is selected from -NR²²-, -S-, or -O- where R²² is hydrogen, alkyl, or alkoxy; and

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X^5 is $-O-$, $-S-$, $-SO_2-$, or $-NR^{23}-$ where R^{23} is selected from hydrogen, alkyl, haloalkyl, hydroxyalkyl, alkoxyalkyl, aryloxyalkyl, heteroaryloxyalkyl, aminoalkyl, acyl, aryl, aralkyl, heteroaryl, heteroaralkyl, cycloalkyl, cycloalkylalkyl, $-S(O)_2R^{24}$, $-alkylene-S(O)_{n3}R^{25}$, $-COOR^{26}$,

- 5 $-alkylene-COOR^{27}$, $-CONR^{28}R^{29}$, or $-alkylene-CONR^{30}R^{31}$ (where $n3$ is 0-2 and R^{24} - R^{27} , R^{28} and R^{30} are independently hydrogen, alkyl, haloalkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, cycloalkyl, cycloalkylalkyl, heterocycloalkyl, or heterocycloalkylalkyl and R^{29} and R^{31} are independently hydrogen or alkyl) where the aromatic or alicyclic ring in R^{23} is optionally substituted with one, two, or three substituents independently selected from alkyl, haloalkyl,
- 10 alkoxy, haloalkoxy, halo, hydroxy, amino, alkylamino, dialkylamino, carboxy, or alkoxycarbonyl and one substituent selected from aryl, aralkyl, heteroaryl, or heteroaralkyl; and

R^5 is as defined above;

R^1 is hydrogen or alkyl;

- 15 R^{1a} is 1,1-dialkylsilinan-4-ylalkylene or $-(alkylene)-SiR^{32}R^{33}R^{34}$ where R^{32} is alkyl, R^{33} is alkyl, and R^{34} is alkyl, alkenyl, cycloalkylalkyl, aryl, aralkyl, heteroaralkyl, or heterocycloalkylalkyl or R^{33} and R^{34} together with Si form a heterocycloalkylene ring containing the Si atom and 3 to 7 carbon ring atoms wherein one or two carbon ring atoms are optionally independently replaced with $-NH-$, $-O-$, $-S-$, $-SO-$, $-SO_2-$, $-CO-$, $-CONH-$, or $-SO_2NH-$ and wherein the aralkyl, heteroaralkyl, heterocycloalkyl, or heterocycloalkylene ring in R^{1a} is optionally substituted on the ring with one, two, or three R^e independently selected from alkyl, haloalkyl, alkoxy, hydroxy, haloalkoxy, halo, carboxy, alkoxycarbonyl, amino, monosubstituted amino, disubstituted amino, nitro, aryloxy, benzyloxy, acyl, alkylsulfonyl, or arylsulfonyl and further wherein the aromatic or alicyclic ring in R^e is optionally substituted with one or two substituents independently selected from alkyl, halo, alkoxy, haloalkyl, haloalkoxy, hydroxy, amino, alkylamino, dialkylamino, carboxy, or alkoxycarbonyl;
- 20 R^2 is hydrogen or alkyl;

- R^3 is alkyl, haloalkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycloalkyl, heterocycloalkylalkyl, or $-alkylene-X^6-R^{35}$ [wherein X^6 is $-NR^{36}-$, $-O-$, $-S(O)_{n4}-$, $-CO-$, $-COO-$, $-OCO-$, $-NR^{36}CO-$, $-CONR^{36}-$, $-NR^{36}SO_2-$, $-SO_2NR^{36}-$, $-NR^{36}COO-$, $-OCONR^{36}-$, $-NR^{36}CONR^{37}-$, or $-NR^{36}SO_2NR^{37}-$ (where each R^{36} and R^{37} is independently hydrogen, alkyl, or acyl and $n4$ is 0-2) and R^{35} is hydrogen, alkyl, haloalkyl, cycloalkyl, cycloalkylalkyl, heterocycloalkyl, heterocycloalkylalkyl, aryl, aralkyl, heteroaryl, or heteroaralkyl] wherein the alkylene chain in R^3 is optionally substituted with one to four halo atoms and the aromatic and alicyclic rings in R^3 are optionally substituted by one, two, or

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three R^f independently selected from alkyl, aminoalkyl, halo, hydroxy, alkoxy, haloalkyl, haloalkoxy, oxo, cyano, nitro, acyl, acyloxy, aryl, aralkyl, heteroaryl, heteroaralkyl, cycloalkyl, cycloalkylalkyl, heterocycloalkyl, heterocycloalkylalkyl, aryloxy, benzyloxy, carboxy, alkoxycarbonyl, aryloxycarbonyl, carbamoyl, alkylthio, alkylsulfinyl, alkylsulfonyl, arylthio, 5 arylsulfonyl, arylsulfinyl, alkoxycarbonylamino, aryloxycarbonylamino, alkylcarbamoyloxy, arylcarbamoyloxy, alkylsulfonylamino, arylsulfonylamino, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, aralkylaminosulfonyl, aminocarbonyl, arylaminocarbonyl, aralkylaminocarbonyl, amino, monosubstituted or disubstituted amino, and further wherein the aromatic and alicyclic rings in R^f are optionally substituted with one, two, 10 or three R^g wherein R^g is independently selected from alkyl, halo, haloalkyl, haloalkoxy, hydroxy, nitro, cyano, hydroxyalkyl, alkoxy, alkoxyalkyl, aminoalkyl, alkylthio, alkylsulfonyl, amino, monosubstituted amino, dialkylamino, aryl, heteroaryl, cycloalkyl, carboxy, carboxamido, or alkoxycarbonyl; or a pharmaceutically acceptable salts thereof.

15 2. The compound of Claim 1 wherein E is -CHR⁶C(O)R¹⁰ where R⁶ is alkyl and R¹⁰ is heteroaryl optionally substituted with one or two R^d independently selected from alkyl, haloalkyl, alkoxy, alkoxyalkyl, cycloalkyl, hydroxy, haloalkoxy, halo, carboxy, alkoxycarbonyl, aryl, heteroaryl, amino, monosubstituted amino, disubstituted amino, or acyl wherein the aromatic or alicyclic ring in R^d is optionally substituted with one, two, or three 20 substituents independently selected from alkyl, haloalkyl, alkoxy, haloalkoxy, halo, hydroxy, carboxy, alkoxycarbonyl, amino, alkylamino, or dialkylamino.

3. The compound of Claim 1 wherein E is -CR^{5a}R^{6a}CN wherein R^{5a} and R^{6a} together with the carbon atom to which they are attached form cycloalkylene optionally substituted with one or two R^b independently selected from alkyl, halo, dialkylamino, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heteroaralkyl, alkoxycarbonyl, or aryloxycarbonyl.

25 4. The compound of Claim 1 wherein E is -CR^{5a}R^{6a}CN wherein R^{5a} and R^{6a} together with the carbon atom to which they are attached form cyclopropyl.

5. The compound of any one of the Claims 2-4 wherein R¹ and R² are hydrogen and Q is -CO-.

30 6. The compound of any one of the Claims 2-5 wherein R^{1a} is -(alkylene)-SiR³²R³³R³⁴ where R³² is alkyl, R³³ is alkyl, and R³⁴ is alkyl.

7. The compound of any one of the Claims 2-5 wherein R^{1a} is -(alkylene)-SiR³²R³³R³⁴ where R³² and R³³ are alkyl and R³⁴ is aralkyl.

35 8. The compound of any one of the Claims 2-7 wherein R³ is heterocycloalkyl, aryl, or heteroaryl optionally substituted with one or two R^f.

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9. The compound of any of the Claims 2-7 wherein R³ is morpholin-4-yl, 1-ethylpiperazin-4-yl, phenyl optionally substituted with one or two substituents independently selected from halo, alkoxy, alkyl, haloalkoxy, phenyl, alkylsulfonyl, haloalkyl, heteroaryl, cyano, acyl, hydroxyalkyl, or alkoxy carbonyl.

- 5 10. A compound selected from the group consisting of:
morpholine-4-carboxylic acid {1(R)-[1(S)-(benzoxazol-2-ylcarbonyl)-butylcarbamoyl]-2-trimethylsilanylethyl} amide;
morpholine-4-carboxylic acid {1(R)-[1(S)-(benzoxazol-2-ylcarbonyl)-propylcarbamoyl]-2-trimethylsilanylethyl} amide;
10 morpholine-4-carboxylic acid {1(R)-[1(R)-(benzoxazol-2-ylcarbonyl)-propylcarbamoyl]-2-trimethylsilanylethyl} amide;
morpholine-4-carboxylic acid {1(R)-[1(S)-(benzoxazol-2-ylcarbonyl)-pentylcarbamoyl]-2-trimethylsilanylethyl} amide;
morpholine-4-carboxylic acid {1(R)-[1(S)-(5-chlorobenzoxazol-2-ylcarbonyl)-propylcarbamoyl]-2-trimethylsilanylethyl} amide;
15 morpholine-4-carboxylic acid {1(S)-[1(S)-(benzoxazol-2-ylcarbonyl)-propylcarbamoyl]-2-trimethylsilanylethyl} amide;
morpholine-4-carboxylic acid {1(R)-[1(S)-(benzoxazol-2-ylcarbonyl)-butylcarbamoyl]-2-trimethylsilanylethyl} amide;
morpholine-4-carboxylic acid {1(R)-[1(S)-(benzoxazol-2-ylcarbonyl)-butylcarbamoyl]-2-trimethylsilanylethyl} amide;
20 1-(R)-morpholine-4-carboxylic acid [1-(1-cyanocyclopropylcarbamoyl)-2-(trimethylsilanyl)ethyl] amide
1-(R)-morpholine-4-carboxylic acid [1-(4-cyano-1-ethylpiperidin-4-ylcarbamoyl)-2-(trimethylsilanyl)ethyl] amide;
1-(R)-morpholine-4-carboxylic acid [1-(4-cyano-1,1-dioxohexahydro-1*H*-thiopyran-4-ylcarbamoyl)-2-(trimethylsilanyl)ethyl] amide;
25 morpholine-4-carboxylic acid [1-(RS)-(1-benzyloxymethyl-1-cyanopropylcarbamoyl)-2-trimethylsilanylethyl] amide;
morpholine-4-carboxylic acid [1-(RS)-(2-benzyloxy-1-cyano-1-methyl-ethylcarbamoyl)-2-trimethylsilanylethyl] amide;
30 4-ethylpiperazine-1-carboxylic acid [1-(RS)-(1-cyanocyclopropylcarbamoyl)-2-trimethylsilanylethyl] amide;
3'-methoxybiphenyl-3-carboxylic acid [1-(R)-(1-cyano-cyclopropylcarbamoyl)-2-trimethylsilanylethyl] amide;
N-[1-(RS)-(1-cyanocyclopropylcarbamoyl)-2-trimethylsilanylethyl]-3-iodobenzamide;

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3'-trifluoromethoxybiphenyl-3-carboxylic acid [1-(*RS*)-(1-cyanocyclopropylcarbamoyl)-2-trimethylsilanylethyl]amide;

biphenyl-3-carboxylic acid [1-(*RS*)-(1-cyanocyclopropylcarbamoyl)-2-trimethylsilanylethyl]amide;

5 2',6'-dimethoxybiphenyl-3-carboxylic acid [1-(*RS*)-(1-cyanocyclopropylcarbamoyl)-2-trimethylsilanylethyl]amide;

4'-methylsulfonylbiphenyl-3-carboxylic acid [1-(*RS*)-(1-cyanocyclopropylcarbamoyl)-2-trimethylsilanylethyl]amide;

2'-chlorobiphenyl-3-carboxylic acid [1-(*RS*)-(1-cyanocyclopropylcarbamoyl)-2-trimethylsilanylethyl]amide;

10 3'-methylbiphenyl-3-carboxylic acid [1-(*RS*)-(1-cyanocyclopropylcarbamoyl)-2-trimethylsilanylethyl]amide;

2'-trifluoromethylbiphenyl-3-carboxylic acid [1-(*RS*)-(1-cyanocyclopropylcarbamoyl)-2-trimethylsilanylethyl]amide;

3'-methylbiphenyl-3-carboxylic acid [1-(*RS*)-(1-cyanocyclopropylcarbamoyl)-2-trimethylsilanylethyl]amide;

15 3'-trifluoromethoxybiphenyl-3-carboxylic acid [1-(*RS*)-(1-cyanocyclopropylcarbamoyl)-2-trimethylsilanylethyl]amide;

N-[1-(*RS*)-(1-cyanocyclopropylcarbamoyl)-2-trimethylsilanylethyl]-3-pyridin-3-ylbenzamide;

3'-cyanobiphenyl-3-carboxylic acid [1-(*RS*)-(1-cyanocyclopropylcarbamoyl)-2-trimethylsilanylethyl]amide;

20 3'-hydroxymethylbiphenyl-3-carboxylic acid [1-(*RS*)-(1-cyanocyclopropylcarbamoyl)-2-trimethylsilanylethyl]amide;

4'-hydroxymethylbiphenyl-3-carboxylic acid [1-(*RS*)-(1-cyanocyclopropylcarbamoyl)-2-trimethylsilanylethyl]amide;

2'-methylbiphenyl-3-carboxylic acid [1-(*RS*)-(1-cyanocyclopropylcarbamoyl)-2-trimethylsilanylethyl]amide;

25 3'-methoxycarbonylbiphenyl-3-carboxylic acid [1-(*RS*)-(1-cyanocyclopropylcarbamoyl)-2-trimethylsilanylethyl]amide;

4'-acetyl biphenyl-3-carboxylic acid [1-(*RS*)-(1-cyanocyclopropylcarbamoyl)-2-trimethylsilanylethyl]amide;

30 3'-methoxybiphenyl-3-carboxylic acid [1-(*RS*)-(4-cyano-4-tetrahydrothiopyran-4-ylcarbamoyl)-2-trimethylsilanylethyl]amide;

3'-methoxybiphenyl-3-carboxylic acid [1-(*RS*)-(4-cyano-1,1-dioxohexahydro-1*λ*⁶-thiopyran-4-yl-carbamoyl)-2-(trimethylsilanyl)ethyl]amide; and

35 1-[3-(benzyldimethylsilanyl)-2*R*-(2,2,2-trifluoro-1-phenylethylamino)propionyl]cyclopropane-carbonitrile; or

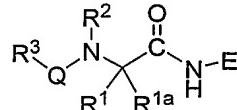
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a pharmaceutically acceptable salt thereof.

11. A pharmaceutical composition comprising a compound of any of the Claims 1-10 and a pharmaceutically acceptable excipient.

12. A method for treating a disease in an animal mediated by cysteine proteases which

5 method comprises administering to the animal a therapeutically effective amount of a compound of Formula (I):



(I)

where:

10 Q is -CO-, -SO₂-, -OCO-, -NR⁴CO-, -NR⁴SO₂-, or -CHR- where R is haloalkyl and R⁴ is hydrogen, alkyl, hydroxyalkyl, alkoxyalkyl, or aralkyl;

E is:

(i) -C(R⁵)(R⁶)X¹ where X¹ is -CHO, -C(R⁷)(R⁸)CF₃, -C(R⁷)(R⁸)CF₂CF₂R⁹, -C(R⁷)(R⁸)R¹⁰, -CH=CHS(O)₂R¹⁰, -C(R⁷)(R⁸)C(R⁷)(R⁸)OR¹⁰, -C(R⁷)(R⁸)CH₂OR¹⁰, -C(R⁷)(R⁸)C(R⁷)(R⁸)R¹⁰, -C(R⁷)(R⁸)CH₂N(R¹¹)SO₂R¹⁰, -C(R⁷)(R⁸)CF₂C(O)NR¹⁰R¹¹, -C(R⁷)(R⁸)C(O)NR¹⁰R¹¹, -C(R⁷)(R⁸)C(O)N(R¹¹)(CH₂)₂OR¹¹, or -C(R⁷)(R⁸)C(O)N(R¹¹)(CH₂)₂NR¹⁰R¹¹;

(ii) -C(R^{5a})(R^{6a})CN;

where:

20 R⁵ and R^{5a} are independently hydrogen or alkyl;

R⁶ and R^{6a} are independently selected from the group consisting of hydrogen, alkyl, haloalkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycloalkyl,

heterocycloalkylalkyl, -alkylene-X²-R¹² (where X² is -O-, -NR¹³-, -S(O)_{n1}-, -CONR¹³-, -

NR¹³CO-, -NR¹³C(O)O-, -NR¹³CONR¹³-, -OCONR¹³-, -NR¹³SO₂-, -SO₂NR¹³-, -

25 NR¹³SO₂NR¹³-, -CO-, or -OC(O)- where n1 is 0-2 and each R¹³ is hydrogen or alkyl) and R¹² hydrogen, alkyl, haloalkyl, cycloalkyl, cycloalkylalkyl, heterocycloalkyl,

heterocycloalkylalkyl, aryl, aralkyl, heteroaryl, or heteroaralkyl wherein the aromatic or

alicyclic ring in R⁶ and R^{6a} is optionally substituted with one, two, or three R^a independently selected from alkyl, haloalkyl, alkoxy, hydroxy, haloalkoxy, halo, carboxy, alkoxy carbonyl,

30 amino, monosubstituted amino, disubstituted amino, nitro, aryloxy, benzyloxy, acyl,

alkylsulfonyl, or arylsulfonyl where the aromatic or alicyclic ring in R^a is optionally

substituted with one or two substituents independently selected from alkyl, halo, alkoxy,

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haloalkyl, haloalkoxy, hydroxy, amino, alkylamino, dialkylamino, carboxy, or alkoxycarbonyl; or

R^5 and R^6 and R^{5a} and R^{6a} taken together with the carbon atom to which both R^5 and R^6 and R^{5a} and R^{6a} are attached form (i) cycloalkylene optionally substituted with one or two R^b

5 independently selected from alkyl, halo, alkylamino, dialkylamino, aryl, aralkyl, cycloalkyl, cycloalkylalkyl, heteroaryl, heteroaralkyl, alkoxycarbonyl, or aryloxycarbonyl or (ii) heterocycloalkylene optionally substituted with one to four alkyl or one or two R^c independently selected from alkyl, haloalkyl, hydroxy, hydroxyalkyl, alkoxyalkyl, alkoxyalkyloxyalkyl, aryloxyalkyl, heteroaryloxyalkyl, aminoalkyl, acyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycloalkyl, heterocycloalkylalkyl, cycloalkyl, cycloalkylalkyl, $-S(O)_{n2}R^{14}$, -alkylene- $S(O)_{n2}R^{15}$, -COOR¹⁶, -alkylene-COOR¹⁷, -CONR¹⁸R¹⁹, or -alkylene-CONR²⁰R²¹ (where n2 is 0-2 and R¹⁴-R¹⁷, R¹⁸ and R²⁰ are independently hydrogen, alkyl, haloalkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, cycloalkyl, cycloalkylalkyl, or heterocycloalkyl and R¹⁹ and R²¹ are independently hydrogen or alkyl) wherein the aromatic or 15 alicyclic ring in the groups attached to cycloalkylene or heterocycloalkylene is optionally substituted with one, two, or three substituents independently selected from alkyl, haloalkyl, cycloalkyl, cycloalkylalkyl, benzyl, alkoxy, hydroxy, haloalkoxy, halo, carboxy, alkoxycarbonyl, amino, monosubstituted amino, disubstituted amino, or acyl;

R^7 is hydrogen or alkyl;

20 R^8 is hydroxy; or

R^7 and R^8 together form oxo;

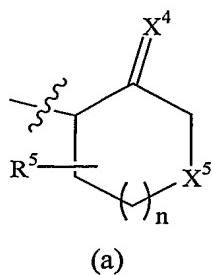
R^9 is hydrogen, halo, alkyl, aralkyl or heteroaralkyl;

25 R^{10} is alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, cycloalkyl, cycloalkylalkyl, heterocycloalkyl, or heterocycloalkylalkyl wherein the aromatic or alicyclic ring in R^{10} is optionally substituted with one, two, or three R^d independently selected from alkyl, haloalkyl, alkoxy, alkoxyalkyl, cycloalkyl, hydroxy, haloalkoxy, halo, carboxy, alkoxycarbonyl, aminosulfonyl, alkylsulfonyl, arylsulfonyl, heteroarylsulfonyl, aryl, aralkyl, heteroaryl, amino, monosubstituted amino, disubstituted amino, carbamoyl, or acyl and wherein the aromatic or alicyclic ring in R^d is optionally substituted with one, two, or three substituents independently 30 selected from alkyl, haloalkyl, alkoxy, haloalkoxy, halo, hydroxy, carboxy, alkoxycarbonyl, amino, alkylamino, or dialkylamino; and

R^{11} is hydrogen or alkyl; or

(iii) a group of formula (a):

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where:

n is 0, 1, or 2;

- 5 X^4 is selected from $-NR^{22}-$, $-S-$, or $-O-$ where R^{22} is hydrogen, alkyl, or alkoxy; and
 X^5 is $-O-$, $-S-$, $-SO_2-$, or $-NR^{23}-$ where R^{23} is selected from hydrogen, alkyl, haloalkyl,
hydroxyalkyl, alkoxyalkyl, aryloxyalkyl, heteroaryloxyalkyl, aminoalkyl, acyl, aryl, aralkyl,
heteroaryl, heteroaralkyl, cycloalkyl, cycloalkylalkyl, $-S(O)_2R^{24}$, $-alkylene-S(O)_{n3}R^{25}$, $-$
 $COOR^{26}$, $-alkylene-COOR^{27}$, $-CONR^{28}R^{29}$, or $-alkylene-CONR^{30}R^{31}$ (where $n3$ is 0-2 and R^{24} -
10 R^{27} , R^{28} and R^{30} are independently hydrogen, alkyl, haloalkyl, aryl, aralkyl, heteroaryl,
heteroaralkyl, cycloalkyl, cycloalkylalkyl, heterocycloalkyl, or heterocycloalkylalkyl and R^{29}
and R^{31} are independently hydrogen or alkyl) where the aromatic or alicyclic ring in R^{23} is
optionally substituted with one, two, or three substituents independently selected from alkyl,
haloalkyl, alkoxy, haloalkoxy, halo, hydroxy, amino, alkylamino, dialkylamino, carboxy, or
15 alkoxycarbonyl and one substituent selected from aryl, aralkyl, heteroaryl, or heteroaralkyl;
and

 R^5 is as defined above; R^1 is hydrogen or alkyl;

- 20 R^{1a} is 1,1-dialkylsilinan-4-ylalkylene or $-(alkylene)-SiR^{32}R^{33}R^{34}$ where R^{32} is alkyl, R^{33}
is alkyl, and R^{34} is alkyl, alkenyl, cycloalkylalkyl, aryl, aralkyl, heteroaralkyl, or
heterocycloalkylalkyl or R^{33} and R^{34} together with Si form a heterocycloalkylene ring
containing the Si atom and 3 to 7 carbon ring atoms wherein one or two carbon ring atoms are
optionally independently replaced with $-NH-$, $-O-$, $-S-$, $-SO-$, $-SO_2-$, $-CO-$, $-CONH-$, or $-$
 SO_2NH- and wherein the aralkyl, heteroaralkyl, heterocycloalkyl, or heterocycloalkylene ring
25 in R^{1a} is optionally substituted on the ring with one, two, or three R^e independently selected
from alkyl, haloalkyl, alkoxy, hydroxy, haloalkoxy, halo, carboxy, alkoxycarbonyl, amino,
monosubstituted amino, disubstituted amino, nitro, aryloxy, benzyloxy, acyl, alkylsulfonyl, or
arylsulfonyl and further wherein the aromatic or alicyclic ring in R^e is optionally substituted
with one or two substituents independently selected from alkyl, halo, alkoxy, haloalkyl,
30 haloalkoxy, hydroxy, amino, alkylamino, dialkylamino, carboxy, or alkoxycarbonyl;

 R^2 is hydrogen or alkyl;

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R³ is alkyl, haloalkyl, cycloalkyl, cycloalkylalkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycloalkyl, heterocycloalkylalkyl, or -alkylene-X⁶-R³⁵ [wherein X⁶ is -NR³⁶-, -O-, -S(O)_{n4}-, -CO-, -COO-, -OCO-, -NR³⁶CO-, -CONR³⁶-, -NR³⁶SO₂-, -SO₂NR³⁶-, -NR³⁶COO-, -OCONR³⁶-, -NR³⁶CONR³⁷-, or -NR³⁶SO₂NR³⁷- (where each R³⁶ and R³⁷ is independently hydrogen, alkyl, or acyl and n4 is 0-2) and R³⁵ is hydrogen, alkyl, haloalkyl, cycloalkyl, cycloalkylalkyl, heterocycloalkyl, heterocycloalkylalkyl, aryl, aralkyl, heteroaryl, or heteroaralkyl] wherein the alkylene chain in R³ is optionally substituted with one to four halo atoms and the aromatic and alicyclic rings in R³ are optionally substituted by one, two, or three R^f independently selected from alkyl, aminoalkyl, halo, hydroxy, alkoxy, haloalkyl, 10 haloalkoxy, oxo, cyano, nitro, acyl, acyloxy, aryl, aralkyl, heteroaryl, heteroaralkyl, cycloalkyl, cycloalkylalkyl, heterocycloalkyl, heterocycloalkylalkyl, aryloxy, benzyloxy, carboxy, alkoxycarbonyl, aryloxycarbonyl, carbamoyl, alkylthio, alkylsulfinyl, alkylsulfonyl, arylthio, arylsulfonyl, arylsulfinyl, alkoxycarbonylamino, aryloxycarbonylamino, alkylcarbamoyloxy, arylcarbamoyloxy, alkylsulfonylamino, arylsulfonylamino, aminosulfonyl, alkylaminosulfonyl, 15 dialkylaminosulfonyl, arylaminosulfonyl, aralkylaminosulfonyl, aminocarbonyl, arylaminocarbonyl, aralkylaminocarbonyl, amino, monosubstituted or disubstituted amino, and further wherein the aromatic and alicyclic rings in R^f are optionally substituted with one, two, or three R^g wherein R^g is independently selected from alkyl, halo, haloalkyl, haloalkoxy, hydroxy, nitro, cyano, hydroxyalkyl, alkoxy, alkoxyalkyl, aminoalkyl, alkylthio, alkylsulfonyl, 20 amino, monosubstituted amino, dialkylamino, aryl, heteroaryl, cycloalkyl, carboxy, carboxamido, or alkoxycarbonyl; or a pharmaceutically acceptable salts thereof.

14. The method of Claim 13 wherein the cysteine protease is Cathepsin S.

15. The method of Claim 14 wherein the disease is an psoriasis, autoimmune disorder,

25 allergic disorder, chronic obstructive pulmonary disease, or cardiovascular disease.

16. Use of a compound of Claim 1 in the preparation of a medicament.

17. Use of a compound of Claim 1 in the preparation of a medicament for the treatment of a disease mediated by Cathepsin S.